

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|--|---------------------------------|
| -----X | |
| In re | : Chapter 11 Case No. |
| MOTORS LIQUIDATION COMPANY, et al., | : 09-50026 (REG) |
| f/k/a General Motors Corp., et al. | : |
| Debtors. | : (Jointly Administered) |
| -----X | |

NOTICE OF DEBTORS' 118TH OMNIBUS OBJECTION TO CLAIMS
(Amended and Superseded Claims and Duplicate Claims)

PLEASE TAKE NOTICE that on December 21, 2010, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 118th omnibus objection to claims (the “**118th Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the Debtors’ 118th Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **February 3, 2011 at 9:45**

a.m. (Eastern Time), or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 118TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT “A” OR EXHIBIT “B” ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 118th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP,

attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **January 27, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the Debtors' 118th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors' 118th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
December 21, 2010

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|------------------------|
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , | : | 09-50026 (REG) |
| f/k/a General Motors Corp., <i>et al.</i> | : | |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

DEBTORS' 118TH OMNIBUS OBJECTION TO CLAIMS
(Amended and Superseded Claims and Duplicate Claims)

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBITS ATTACHED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its
affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully represent:

Relief Requested

1. The Debtors file this 118th omnibus objection to claims (the “**118th
Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11, United States Code (the

“**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), seeking entry of an order disallowing and expunging the claims listed on **Exhibit “A”** and **Exhibit “B”** annexed hereto.¹

2. The Debtors have examined the proofs of claim identified on Exhibit “A” and have determined that the proofs of claim listed under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Amended and Superseded Claims**”) have been amended and superseded by at least one subsequently corresponding claim identified under the heading “*Surviving Claims*” (collectively, the “**Amended and Superseded Surviving Claims**”). The Debtors seek entry of an order disallowing and expunging from the claims register the Amended and Superseded Claims and preserving the Debtors’ right to later object to any Amended and Superseded Surviving Claim on any other basis.

3. The Debtors have also examined the proofs of claim identified on Exhibit “B” and have determined that the proofs of claim listed under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Duplicate Claims**”) are duplicates of the earlier-filed corresponding claims identified under the heading “*Surviving Claims*” (collectively, the “**Duplicate Surviving Claims**” and, together with the Amended and Superseded Surviving Claims, the “**Surviving Claims**”). The Debtors seek entry of an order disallowing and

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

expunging from the claims register the Duplicate Claims and preserving the Debtors' right to later object to any Duplicate Surviving Claim on any other basis.

4. This 118th Omnibus Objection to Claims does not affect any of the Surviving Claims and does not constitute any admission or finding with respect to any of the Surviving Claims. Further, the Debtors reserve all their rights to object on any other basis to any Surviving Claims or any Amended and Superseded Claim and/or Duplicate Claim as to which the Court does not grant the relief requested herein.

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

6. On June 1, 2009, four of the Debtors (the "**Initial Debtors**")² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the "**REALM/ENCORE Debtors**")³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026 (REG). On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

² The Initial Debtors are Motors Liquidation Company (f/k/a General Motors Corporation), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

7. On September 16, 2009, this Court entered an order (ECF No. 4079) establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors' cases, including governmental units. On December 2, 2009, this Court entered an order (ECF No. 4586) establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the REALM/ENCORE Debtors' cases (except governmental units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established June 1, 2010 as the deadline to file proofs of claim).

8. Furthermore, on October 6, 2009, this Court entered the Procedures Order, which authorizes the Initial Debtors, among other things, to file omnibus objections to no more than 100 claims at a time, under various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order. The claimants that are listed in Exhibit "A" and Exhibit "B" have all filed claims against the Initial Debtors.

The Relief Requested Should Be Approved by the Court

9. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). If an objection refuting at least one of the claim's essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

10. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1). The Debtors cannot be required to pay on the same claim more than once. *See, e.g., In re Finley*,

Kumble, Wagner, Heine, Underberg, Manley, Myerson, & Casey, 160 B.R. 882, 894 (Bankr. S.D.N.Y. 1993) (“In bankruptcy, multiple recoveries for an identical injury are generally disallowed.”). The Debtors have carefully analyzed the proofs of claim identified on Exhibit “A” and have determined that each Amended and Superseded Claim has been amended and superseded by a subsequently filed corresponding Surviving Claim

11. To avoid the possibility of multiple recoveries by the same creditor, the Debtors request that the Court disallow and expunge in their entirety the Amended and Superseded Claims. The Surviving Claims will remain on the claims register subject to further objections on any other basis.

12. Further, the Debtors have compared their books and records with the proofs of claim identified on Exhibit “B” and have determined that the Duplicate Claims were filed by the same claimants against the same Debtors, for the same dollar amounts, and on account of the same obligations as the corresponding Surviving Claims. The Surviving Claims are the earlier filed claims as compared to the Duplicate Claims.

13. To avoid the possibility of multiple recoveries by the same creditor, the Debtors request that the Court disallow and expunge in their entirety the Duplicate Claims. The Surviving Claims will remain on the claims register subject to further objections on any other basis.

Notice

14. Notice of the 118th Omnibus Objection to Claims has been provided to each claimant listed on Exhibit “A” and Exhibit “B” and parties in interest in accordance with the Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated August 24, 2010 (ECF No.

6750). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

15. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
December 21, 2010

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

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Attorneys for Debtors
and Debtors in Possession

Exhibit A

118th Omnibus Objection - A

Motors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered**CLAIMS TO BE DISALLOWED AND EXPUNGED**

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | SURVIVING CLAIMS | | | |
|---|---------|----------------------------|-------------------------------|-------------------------------|--------------------------|---------------------------------------|---------|----------------------------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| AGAZIO, FORTUNATO | 44325 | Motors Liquidation Company | \$0.00 (S) | Amended and Superseded Claims | Pgs. 1-5 | JUDITH I AGAZIO | 70442 | Motors Liquidation Company | \$0.00 (S) |
| 29399 SHACKETT AVE | | | \$0.00 (A) | | | 29399 SHACKETT AVE | | | \$0.00 (A) |
| MADISON HTS, MI 48071 | | | \$0.00 (P) | | | MADISON HEIGHTS, MI 48071 | | | \$0.00 (P) |
| | | | \$72,241.00 (U) | | | | | | \$72,241.00 (U) |
| Official Claim Date 11/24/2009 | | | \$72,241.00 (T) | | | Official Claim Date 10/4/2010 | | | \$72,241.00 (T) |
| ATEL LEASING CORPORATION AS AGENT | 60790 | Motors Liquidation Company | \$827,398.13 (S) | Amended and Superseded Claims | Pgs. 1-5 | ATEL LEASING CORPORATION, AS AGENT | 70438 | Motors Liquidation Company | \$35,347.69 (S) |
| ATTN V MORAIS OR R WILDER | | | \$85,009.59 (A) | | | ATTN V MORAIS OR R WILDER | | | \$11,913.18 (A) |
| 600 CALIFORNIA STREET 6TH FLOOR | | | (P) | | | 600 CALIFORNIA STREET, 6TH FLOOR | | | (P) |
| SAN FRANCISCO, CA 94108 | | | \$748,973.91 (U) | | | SAN FRANCISCO, CA 94108 | | | \$116,180.00 (U) |
| Official Claim Date 11/27/2009 | | | \$1,661,381.63 (T) | | | Official Claim Date 9/30/2010 | | | \$163,440.87 (T) |
| Note: This claim arises from the rejection of an executory contract. It is not secured by property of the Debtors' estates nor is it entitled to an administrative expense under the Bankruptcy Code. Pursuant to section 502(g) the Bankruptcy Code this claimant is only entitled to a non-priority, general unsecured claim. | | | | | | | | | |
| BANK OF CYPRUS PUBLIC COMPANY LTD | 22327 | Motors Liquidation Company | \$0.00 (S) | Amended and Superseded Claims | Pgs. 1-5 | BANK OF CYPRUS PUBLIC COMPANY LIMITED | 70338 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 (A) | | | | | | \$0.00 (A) |
| C/O MARKELLOS ARGOTIS | | | \$0.00 (P) | | | PRIVATE BANKING | | | \$0.00 (P) |
| 9 MITROPOLEOS STR | | | | | | 9TH MITROPOLEOS STR | | | |
| ATHENS 10557 GREECE | | | \$2,883,188.27 (U) | | | 105 57 ATHENS GREECE | | | \$2,010,782.54 (U) |
| , GREECE | | | \$2,883,188.27 (T) | | | , GREECE | | | \$2,010,782.54 (T) |
| Official Claim Date 11/9/2009 | | | | | | Official Claim Date 7/2/2010 | | | |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

118th Omnibus Objection - A

Motors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered**CLAIMS TO BE DISALLOWED AND EXPUNGED**

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | | SURVIVING CLAIMS | | | |
|---|---------|----------------------------|-------------------------------|-----------------------|--------------------------|--|---|---------|----------------------------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| MORICZ, ELEANORA | 19659 | Motors Liquidation Company | \$0.00 (S) | Amended and | Pgs. 1-5 | | MORICZ, JOSEPH AND ELEANORA | 70407 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 (A) | Superseded Claims | | | | | | \$0.00 (A) |
| MORICZ ELEANORA AND MORICZ JOSEPH 11533 PEACHSTONE LN ORLANDO, FL 32821 | | | \$0.00 (P) | | | | C/O LAWRENCE E. DOLAN, P.A. 500 EAST JACKSON STREET ORLANDO, FL 32801 | | | \$0.00 (P) |
| | | | \$7,000.00 (U) | | | | | | | \$7,000.00 (U) |
| Official Claim Date 11/4/2009 | | | \$7,000.00 (T) | | | | Official Claim Date 9/21/2010 | | | \$7,000.00 (T) |
| | | | | | | | | | | |
| NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205 | 70362 | MLC of Harlem, Inc. | \$0.00 (S) | Amended and | Pgs. 1-5 | | NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE ATTN: BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205 | 70486 | MLC of Harlem, Inc. | \$0.00 (S) |
| | | | \$758,897.18 (A) | Superseded Claims | | | | | | \$1,245,409.94 (A) |
| | | | (P) | | | | | | | (P) |
| | | | \$0.00 (U) | | | | | | | \$0.00 (U) |
| Official Claim Date 7/26/2010 | | | \$758,897.18 (T) | | | | Official Claim Date 10/28/2010 | | | \$1,245,409.94 (T) |
| | | | | | | | | | | |
| NEW YORK STATE DEPARTMENT OF TAXATION & FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205 | 70179 | Motors Liquidation Company | \$0.00 (S) | Amended and | Pgs. 1-5 | | NEW YORK STATE DEPT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205 | 70351 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$162,142.16 (A) | Superseded Claims | | | | | | \$163,044.45 (A) |
| | | | (P) | | | | | | | (P) |
| | | | \$0.00 (U) | | | | | | | \$0.00 (U) |
| Official Claim Date 3/29/2010 | | | \$162,142.16 (T) | | | | Official Claim Date 7/20/2010 | | | \$163,044.45 (T) |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

118th Omnibus Objection - A

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | | SURVIVING CLAIMS | | | |
|---|---------|----------------------------------|-------------------------------|--|--------------------------|--|---|---------|----------------------------------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| NIAGARA MOHAWK POWER CORPORATION D/B/A NATIONAL GRID | 51018 | Motors Liquidation Company | \$0.00 (S) | Amended and Superseded Claims | Pgs. 1-5 | | NIAGARA MOHAWK POWER CORPORATION D/B/A NATIONAL GRID | 70242 | Motors Liquidation Company | \$0.00 (S) |
| C/O HISCOCK & BARCLAY LLP ONE PARK PLACE 300 SOUTH STATE STREET ATTN SUSAN R KATZOFF ESQ SYRACUSE, NY 13202 | | | \$0.00 (A) | | | | C/O HISCOCK & BARCLAY LLP ATTN SUSAN R KATZOFF ESQ ONE PARK PLACE, 300 SOUTH STATE STREET SYRACUSE, NY 13202 | | | \$0.00 (A) |
| | | | \$0.00 (P) | | | | | | | \$0.00 (P) |
| | | | \$714,600.00 (U) | | | | | | | \$130,500.00 (U) |
| | | | \$714,600.00 (T) | | | | | | | \$130,500.00 (T) |
| Official Claim Date 11/25/2009 | | | | | | | Official Claim Date 4/21/2010 | | | |
| NYS DEPARTMENT OF TAXATION AND FINANCE | 70272 | Motors Liquidation Company | \$0.00 (S) | Amended and Superseded Claims | Pgs. 1-5 | | NEW YORK STATE DEPT OF TAXATION AND FINANCE | 70351 | Motors Liquidation Company | \$0.00 (S) |
| BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205 | | | \$162,743.52 (A) | | | | BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205 | | | \$163,044.45 (A) |
| | | | (P) | | | | | | | (P) |
| | | | \$0.00 (U) | | | | | | | \$0.00 (U) |
| | | | \$162,743.52 (T) | | | | | | | \$163,044.45 (T) |
| Official Claim Date 5/3/2010 | | | | | | | Official Claim Date 7/20/2010 | | | |
| THIRD SITE TRUST FUND | 43889 | Motors Liquidation Company | \$100,000.00 (S) | Amended and Superseded Claims | Pgs. 1-5 | | THIRD SITE TRUST FUND | 70406 | Motors Liquidation Company | \$0.00 (S) |
| ATTN NORMAN W BERNSTEIN ESQ N W BERNSTEIN & ASSOCIATES LLC 800 WESTCHESTER AVE N319 RYE BROOK, NY 10573 | | | \$0.00 (A) | | | | C/O NW BERNSTEIN & ASSOCIATES LLC ATTN: NORMAN W BERNSTEIN ESQ 800 WESTCHESTER AVE N319 RYE BROOK, NY 10573 | | | \$0.00 (A) |
| | | | \$0.00 (P) | | | | | | | \$0.00 (P) |
| | | | \$0.00 (U) | | | | | | | \$210,942.60 (U) |
| | | | \$100,000.00 (T) | | | | | | | \$210,942.60 (T) |
| Official Claim Date 11/24/2009 | | | | | | | Official Claim Date 9/21/2010 | | | |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

118th Omnibus Objection - A

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | SURVIVING CLAIMS | | | |
|--|---------|--------|-------------------------------|-----------------------|---------------------------|------------------------------|---------|--------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| <i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i> | | | 9 | | \$927,398.13 (S) | | | | |
| | | | | | \$1,168,792.45 (A) | | | | |
| | | | | | \$0.00 (P) | | | | |
| | | | | | \$4,426,003.18 (U) | | | | |
| | | | | | \$6,522,193.76 (T) | | | | |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B

118th Omnibus Objection - B

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | | SURVIVING CLAIMS | | | |
|--|---------|----------------------------|-------------------------------|-----|-----------------------|--------------------------|-------------------------------------|---------|----------------------------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | | Grounds For Objection | Objection Page Reference | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| GARCIA LANA | 65542 | Motors Liquidation Company | \$0.00 | (S) | Duplicate Claim | Pgs. 1-5 | GARCIA LANA | 65543 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 | (A) | | | | | | \$0.00 (A) |
| PO BOX 5456 | | | \$0.00 | (P) | | | PO BOX 5456 | | | \$0.00 (P) |
| WHITTIER, CA 90607 | | | \$0.00 | (U) | | | WHITTIER, CA 90607 | | | \$110,000.00 (U) |
| Official Claim Date 11/30/2009 | | | | (T) | | | Official Claim Date 11/30/2009 | | | \$110,000.00 (T) |
| | | | | | | | | | | |
| HASHAGEN, CARL | 59747 | Motors Liquidation Company | \$0.00 | (S) | Duplicate Claim | Pgs. 1-5 | HASHAGEN CARL | 60920 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 | (A) | | | | | | \$0.00 (A) |
| 264 S MOUNTAIN BLVD | | | \$0.00 | (P) | | | 264 S MOUNTAIN BLVD | | | \$0.00 (P) |
| MOUNTAIN TOP, PA 18707 | | | \$565,000.00 | (U) | | | MOUNTAIN TOP, PA 18707 | | | \$565,000.00 (U) |
| Official Claim Date 11/27/2009 | | | \$565,000.00 | (T) | | | Official Claim Date 11/27/2009 | | | \$565,000.00 (T) |
| | | | | | | | | | | |
| KETTERING UNIVERSITY, ITS SUBSIDIARIES, AFFILIATES & | 68164 | Motors Liquidation Company | \$0.00 | (S) | Duplicate Claim | Pgs. 1-5 | KETTERING UNIVERSITY | 64682 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 | (A) | | | | | | \$0.00 (A) |
| ALL SUCCESORS AND ASSIGNS THEREOF | | | \$0.00 | (P) | | | JOSE BARTOLOMEI AND MILLER CANFIELD | | | \$0.00 (P) |
| C/O JOSE J BARTOLOMER/MILTER CANFIELD | | | \$0.00 | (U) | | | 101 N MAIN ST, 7TH FLOOR | | | \$0.00 (U) |
| ATTORNEYS AND AGENTS FOR KETTERING UNIVERSITY | | | | (T) | | | | | | |
| 101 N MAIN ST, 7TH FL | | | | | | | | | | |
| ANN ARBOR, MI 48104 | | | | | | | ANN ARBOR, MI 48104 | | | |
| Official Claim Date 12/2/2009 | | | | | | | Official Claim Date 11/30/2009 | | | |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B

118th Omnibus Objection - B

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | | SURVIVING CLAIMS | | | |
|--|---------|----------------------------|-------------------------------|-----------------------|--------------------------|--|--|---------|----------------------------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| STATE OF RHODE ISLAND, DEPARTMENT OF ENVIRONMENTAL MANAGEMENT | 65714 | Motors Liquidation Company | \$0.00 (S) | Duplicate Claim | Pgs. 1-5 | | STATE OF RHODE ISLAND | 46174 | Motors Liquidation Company | \$0.00 (S) |
| C/O TERENCE J TIERNEY, SAAG DEPARTMENT OF ATTORNEY GENERAL 150 SOUTH MAIN STREET | | | \$0.00 (A) | | | | DEPARTMENT OF ENVIRONMENTAL MANAGEMENT | | | \$0.00 (A) |
| | | | \$0.00 (P) | | | | TERENCE J TIERNEY S A A G | | | \$0.00 (P) |
| | | | \$625,230.00 (U) | | | | DEPARTMENT OF ATTORNEY GENERAL | | | \$625,230.00 (U) |
| PROVIDENCE, RI 02903 | | | \$625,230.00 (T) | | | | 150 SOUTH MAIN STREET | | | \$625,230.00 (T) |
| | | | | | | | PROVIDENCE, RI 02903 | | | |
| Official Claim Date 11/25/2009 | | | | | | | Official Claim Date 11/25/2009 | | | |
| SUSAN YENGLIN | 70479 | Motors Liquidation Company | \$0.00 (S) | Duplicate Claim | Pgs. 1-5 | | SUSAN YENGLIN | 70480 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 (A) | | | | | | | \$0.00 (A) |
| 175 ASCOT AVE | | | \$0.00 (P) | | | | 175 ASCOT | | | \$0.00 (P) |
| WATERFORD, MI 48328 | | | \$45,495.33 (U) | | | | WATERFORD, MI 48328 | | | \$45,495.33 (U) |
| Official Claim Date 10/25/2010 | | | \$45,495.33 (T) | | | | Official Claim Date 10/25/2010 | | | \$45,495.33 (T) |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B

118th Omnibus Objection - B

Motors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | SURVIVING CLAIMS | | | |
|---|---------|-------------------------------------|--|-----------------------|--------------------------|---|---------|----------------------------------|--|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| TERRY ROY COOK | 1424 | MLCS Distribution Corporation | \$0.00 (S) \$0.00 (A) \$0.00 (P) \$5,000,000.00 (U) \$5,000,000.00 (T) | Duplicate Claim | Pgs. 1-5 | TERRY ROY COOK | 1428 | Motors Liquidation Company | \$0.00 (S) \$0.00 (A) \$0.00 (P) \$50,000.00 (U) \$50,000.00 (T) |
| ATTN GEOFFREY S GULINSON ESQ GEOFFREY S GULINSON & ASSOCIATES PC 4155 E JEWELL AVE STE 402 DENVER, CO 80222 | | | | | | ATTN GEOFFREY S GULINSON ESQ. GEOFFREY S GULINSON & ASSOCIATES, PC 4155 E JEWELL AVE, STE 402 DENVER, CO 80222 | | | |
| Official Claim Date 9/17/2009 | | | | | | Official Claim Date 9/17/2009 | | | |
| TERRY ROY COOK | 1425 | MLCS, LLC | \$0.00 (S) \$0.00 (A) \$0.00 (P) \$5,000,000.00 (U) \$5,000,000.00 (T) | Duplicate Claim | Pgs. 1-5 | TERRY ROY COOK | 1428 | Motors Liquidation Company | \$0.00 (S) \$0.00 (A) \$0.00 (P) \$50,000.00 (U) \$50,000.00 (T) |
| ATTN GEOFFREY S GULINSON ESQ GEOFFREY S GULINSON & ASSOCIATES P C 4155 E JEWELL AVE STE 402 DENVER, CO 80222 | | | | | | ATTN GEOFFREY S GULINSON ESQ. GEOFFREY S GULINSON & ASSOCIATES, PC 4155 E JEWELL AVE, STE 402 DENVER, CO 80222 | | | |
| Official Claim Date 9/17/2009 | | | | | | Official Claim Date 9/17/2009 | | | |
| TERRY ROY COOK | 1426 | MLC of Harlem, Inc. | \$0.00 (S) \$0.00 (A) \$0.00 (P) \$5,000,000.00 (U) \$5,000,000.00 (T) | Duplicate Claim | Pgs. 1-5 | TERRY ROY COOK | 1428 | Motors Liquidation Company | \$0.00 (S) \$0.00 (A) \$0.00 (P) \$50,000.00 (U) \$50,000.00 (T) |
| ATTN GEOFFREY S GULINSON, ESQ GEOFFREY S GULINSON & ASSOCIATES, P.C. 4155 E JEWELL AVE, STE 402 DENVER, CO 80222 | | | | | | ATTN GEOFFREY S GULINSON ESQ. GEOFFREY S GULINSON & ASSOCIATES, PC 4155 E JEWELL AVE, STE 402 DENVER, CO 80222 | | | |
| Official Claim Date 9/17/2009 | | | | | | Official Claim Date 9/17/2009 | | | |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B

118th Omnibus Objection - B

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | SURVIVING CLAIMS | | | |
|---|---------|----------------------------|-------------------------------|-----------------------|--------------------------|---|---------|----------------------------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| TREASURER OF THE STATE OF ILLINOIS | 68510 | Motors Liquidation Company | \$0.00 (S) | Duplicate Claim | Pgs. 1-5 | TREASURER OF THE STATE OF ILLINOIS | 67674 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 (A) | | | | | | \$0.00 (A) |
| ATTN LEGAL OFFICER/BANKRUPTCY DEPT PO BOX 19496 SPRINGFIELD, IL 62794 | | | \$0.00 (P) | | | ATTN: LEGAL OFFICER / BANKRUPTCY DEPT. PO BOX 19496 SPRINGFIELD, IL 62794 | | | \$0.00 (P) |
| | | | \$166,912.84 (U) | | | | | | \$166,912.84 (U) |
| Official Claim Date 12/1/2009 | | | \$166,912.84 (T) | | | Official Claim Date 12/1/2009 | | | \$166,912.84 (T) |

Note: Claim relates to unclaimed property.

| | | | | | | | | | |
|---|-------|----------------------------|------------------|-----------------|----------|---|-------|----------------------------|------------------|
| TREASURER OF THE STATE OF ILLINOIS | 69486 | Motors Liquidation Company | \$0.00 (S) | Duplicate Claim | Pgs. 1-5 | TREASURER OF THE STATE OF ILLINOIS | 67674 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 (A) | | | | | | \$0.00 (A) |
| ATTN LEGAL OFFICER/BANKRUPTCY DEPT PO BOX 19496 SPRINGFIELD, IL 62794 | | | \$0.00 (P) | | | ATTN: LEGAL OFFICER / BANKRUPTCY DEPT. PO BOX 19496 SPRINGFIELD, IL 62794 | | | \$0.00 (P) |
| | | | \$166,912.84 (U) | | | | | | \$166,912.84 (U) |
| Official Claim Date 12/17/2009 | | | \$166,912.84 (T) | | | Official Claim Date 12/1/2009 | | | \$166,912.84 (T) |

Note: Claim relates to unclaimed property.

| | | | | | | | | | |
|---|-------|----------------------------|------------|-----------------|----------|---|-------|----------------------------|--------------------|
| UNIVAR USA INC | 68548 | Motors Liquidation Company | \$0.00 (S) | Duplicate Claim | Pgs. 1-5 | UNIVAR USA INC | 64814 | Motors Liquidation Company | \$0.00 (S) |
| | | | \$0.00 (A) | | | | | | \$0.00 (A) |
| C/O LESLIE R SCHENCK GARVEY SCHUBERT BARER 1191 SECOND AVENUE 18TH FLOOR SEATTLE, WA 98101 | | | \$0.00 (P) | | | C/O LESLIE R SCHENCK GARVEY SCHUBERT BARER 1191 SECOND AVE 18TH FL SEATTLE, WA 98101 | | | \$0.00 (P) |
| | | | \$0.00 (U) | | | | | | \$5,000,000.00 (U) |
| | | | (T) | | | | | | \$5,000,000.00 (T) |
| Official Claim Date 12/1/2009 | | | | | | Official Claim Date 11/30/2009 | | | |

Note: Reclamation Oil Company Superfund Site

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B

118th Omnibus Objection - B

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

| CLAIMS TO BE DISALLOWED AND EXPUNGED | | | | | | SURVIVING CLAIMS | | | |
|---|---------|--------|-------------------------------|-----------------------|--------------------------|------------------------------|---------|--------|-------------------------------|
| Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) | Grounds For Objection | Objection Page Reference | Name and Address of Claimant | Claim # | Debtor | Claim Amount and Priority (1) |
| <i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i> | | | 11 | | \$0.00 (S) | | | | |
| | | | | | \$0.00 (A) | | | | |
| | | | | | \$0.00 (P) | | | | |
| | | | | | \$16,569,551.01 (U) | | | | |
| | | | | | \$16,569,551.01 (T) | | | | |

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|--|---|
| -----X | |
| | : |
| In re | : |
| | : |
| MOTORS LIQUIDATION COMPANY, et al., | : |
| f/k/a General Motors Corp., et al. | : |
| | : |
| Debtors. | : |
| | : |
| -----X | |

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

ORDER GRANTING DEBTORS' 118TH OMNIBUS OBJECTION TO CLAIMS
(Amended and Superseded Claims and Duplicate Claims)

Upon the 118th omnibus objection to claims, dated December 21, 2010 (the “**118th Omnibus Objection to Claims**”),⁴ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), seeking entry of an order disallowing and expunging the Amended and Superseded Claims on the grounds that such claims have been amended and superseded by the corresponding Surviving Claims and disallowing and expunging the Duplicate Claims on the grounds that such claims are duplicative of the corresponding Surviving Claims, all as more fully described in the 118th Omnibus Objection to Claims; and due and proper notice of the 118th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the

⁴ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 118th Omnibus Objection to Claims.

Court having found and determined that the relief sought in the 118th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 118th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 118th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** annexed hereto under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Amended and Superseded Claims**”) are disallowed and expunged; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “B”** (collectively with Exhibit “A”, the “**Order Exhibits**”) annexed hereto under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Duplicate Claims**”) are disallowed and expunged; and it is further

ORDERED that the disallowance and expungement of the Amended and Superseded and Duplicate Claims does not constitute any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, (i) any claim listed on either Exhibit “A” or Exhibit “B” annexed to the 118th Omnibus Objection to claims under the heading “*Claims to be Disallowed and Expunged*” that is not listed on the Order Exhibits annexed hereto and (ii) any Surviving Claim; and it is

further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge